



Lic. José María Morera González

NOTARÍA PÚBLICA NÚM. 102
PRADO NORTE NÚM. 312,
COL. LOMAS DE CHAPULTEPEC,
DELEGACIÓN MIGUEL HIDALGO,
C.P. 11000, MÉXICO, DF.

FRANCISCO JOSE FLORES MELENDEZ ----- SUPLENTE. -----

OSCAR JESUS SAITZ ZAZUETA ----- SUPLENTE. -----

----- P E R S O N A L I D A D -----

El licenciado **FRANCISCO JOSE FLORES MELENDEZ**, manifiesta que su representada tiene capacidad legal para la celebración de este acto y acredita su legal existencia, así como la personalidad que ostenta, como delegado especial de "**SERVICIOS DIGITALES LUSAD**", **SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE**, que no le ha sido revocada, ni en forma alguna limitada o modificada, y que continúa vigente, con el acta que ha quedado insertada en el texto del presente instrumento y de la adopción de resoluciones fuera de Asamblea, que han quedado igualmente transcritas en los antecedentes de este instrumento. -----

YO EL NOTARIO CERTIFICO: -----

I.- Que con fundamento en el artículo cuarenta y cuatro del Reglamento de la Ley de Inversión Extranjera y en virtud de no ser la primera comparecencia de la sociedad, con la letra "**C**" agrego al apéndice de este instrumento el aviso que fue debidamente presentado en la primera comparecencia de la misma. -----

II.- El compareciente declara ante mi bajo protesta de decir verdad, de conformidad con el Código Fiscal de la Federación, que la sociedad presentará ante la autoridad fiscal correspondiente la relación de los socios residentes en el extranjero, dentro de los tres primeros meses siguientes al cierre de cada ejercicio social. -----

III.- Que a mi juicio al compareciente lo conceptúo capacitado legalmente para la celebración de este acto y que me aseguré de su identidad en los términos de la Ley del Notariado para la Ciudad de México en vigor, de acuerdo con



La relación de identidad que agrego al apéndice de este instrumento marcada con la letra "D". -----

IV.- Que he informado a la revocante a través de su representante legal, de sus obligaciones para recoger la documentación relativa al otorgamiento y ejercicio de los poderes a los revocados, así como de notificarles el contenido de la presente revocación de poderes y, en su caso, según lo dispuesto en el artículo dos mil quinientos noventa y siete del Código Civil para esta entidad federativa y su correlativo del Código Civil Federal, notificarles a la o las personas con quienes los apoderados hubieren o llegaren a contratar sobre el contenido de la misma, en el entendido que de no cumplir con sus obligaciones la revocante podría incurrir en responsabilidad ante los efectos que surjan de un mandato aparente. -----

V.- Que en cumplimiento a lo dispuesto por la Ley del Notariado para esta entidad federativa, procederé a dar los avisos y/o hacer las anotaciones correspondientes de la presente revocación de poderes, en cuanto me sea proporcionada la información necesaria para ello. -----

VI.- Que el compareciente declara por sus generales ser: -----
Mexicano, originario de la ciudad de México, lugar donde nació el día quince de diciembre de mil novecientos sesenta y uno, casado, con domicilio en calle Montes Urales número cuatrocientos cincuenta y cinco, séptimo piso, Colonia Lomas de Chapultepec, Alcaldía Miguel Hidalgo, en la Ciudad de México, código postal once mil, abogado, con Clave Unica de Registro de Población (CURP) número "FOMF611215HDFLLR02" (FOMF seis uno uno dos uno cinco HDFLLR cero dos). -----

VII.- Que tuve a la vista los documentos citados en este instrumento. -----



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VIII.- Que en los términos de la Ley del Notariado para la Ciudad de México, hago constar que no tengo indicio alguno de la falsedad de las resoluciones adoptadas fuera de Asamblea, ni del acta que por el presente instrumento se protocoliza. --

IX.- Que le hice saber al compareciente su derecho de leer personalmente el presente instrumento y de que su contenido le sea explicado por el suscrito Notario. -----

X.- Que leído este instrumento por el compareciente, explicado que le fue por el suscrito Notario y advertido de las penas en que incurren quienes declaran falsamente, manifestó su entera comprensión y conformidad con él, estampando su nombre, así como su firma el día veintiséis de febrero del año dos mil diecinueve, mismo momento en que lo autorizo definitivamente. -----

----- Doy fe. -----

FRANCISCO JOSE FLORES MELENDEZ. -----

----- **FIRMA Y NOMBRE ESCRITO DE PUÑO Y LETRA.** -----

JOSE MARIA MORERA GONZALEZ. ----- **FIRMA.** -----

----- **EL SELLO DE AUTORIZAR.** -----

CON LA LETRA "A" AGREGO AL APENDICE DEL PRESENTE INSTRUMENTO LA (S) HOJA(S) BLANCA (S) SELLADA (S) Y FIRMADA (S) POR EL SUSCRITO NOTARIO EN LA (S) QUE SE CONTIENE (N) LA TOTALIDAD DE LAS NOTAS COMPLEMENTARIAS DE ESTE INSTRUMENTO. -----

----- **ARTICULO DOS MIL QUINIENTOS CINCUENTA Y CUATRO** -----

En cumplimiento a lo dispuesto por el artículo dos mil quinientos cincuenta y cuatro del Código Civil para esta Entidad Federativa y su correlativo del Código Civil Federal, inserto el texto de dicho artículo que dice: -----

"En todos los poderes generales para pleitos y cobranzas, bastará que se diga que se otorgan con todas las facultades generales y las especiales que requieran cláusula especial



conforme a la Ley, para que se entiendan conferidos sin limitación alguna. -----

En los poderes generales para administrar bienes, bastará expresar que se dan con ese carácter para que el apoderado tenga toda clase de facultades administrativas. -----

En los poderes generales para ejercer actos de dominio, bastará que se den con ese carácter para que el apoderado tenga todas las facultades de dueño, tanto en lo relativo a los bienes, como para hacer toda clase de gestiones a fin de defenderlos. -----

Cuando se quisieren limitar, en los tres casos antes mencionados, las facultades de los apoderados, se consignarán las limitaciones, o los poderes serán especiales. -----

Los Notarios insertarán este artículo en los testimonios de los poderes que otorguen". -----

-----NOTAS COMPLEMENTARIAS -----

NOTA PRIMERA.- EN LA CIUDAD DE MEXICO A VEINTISEIS DE FEBRERO DEL AÑO DOS MIL DIECINUEVE. HOY EXPEDI EN TREINTA Y CINCO PAGINAS **PRIMER TESTIMONIO EN LO CONDUCENTE PARA LA OTORGANTE "SERVICIOS DIGITALES LUSAD", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE.**-----DOY FE. ---

JOSE MARIA MORERA GONZALEZ.-----Rúbrica. ---

NOTA SEGUNDA.- EN LA CIUDAD DE MEXICO A VEINTISEIS DE FEBRERO DEL AÑO DOS MIL DIECINUEVE. HOY EXPEDI EN TREINTA Y CINCO PAGINAS **SEGUNDO TESTIMONIO EN LO CONDUCENTE PARA LA OTORGANTE "SERVICIOS DIGITALES LUSAD", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE.**-----DOY FE. ---

JOSE MARIA MORERA GONZALEZ.-----Rúbrica. ---

NOTA TERCERA.- EN LA CIUDAD DE MEXICO A VEINTISIETE DE FEBRERO DEL AÑO DOS MIL DIECINUEVE. HOY EXPEDI EN CUARENTA Y UN PAGINAS **TERCER TESTIMONIO PARA LA OTORGANTE "SERVICIOS**



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DIGITALES LUSAD", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE
CAPITAL VARIABLE.-----DOY FE. ---

JOSE MARIA MORERA GONZALEZ.-----Rúbrica. ---

NOTA CUARTA.- EN LA CIUDAD DE MEXICO A VEINTISIETE DE FEBRERO
DEL AÑO DOS MIL DIECINUEVE. HOY EXPEDI EN CUARENTA Y TRES
PAGINAS CUARTO TESTIMONIO PARA LA OTORGANTE "SERVICIOS
DIGITALES LUSAD", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE
CAPITAL VARIABLE.-----DOY FE. ---

JOSE MARIA MORERA GONZALEZ.-----Rúbrica. ---

NOTA QUINTA.- EN LA CIUDAD DE MEXICO A VEINTISIETE DE FEBRERO
DEL AÑO DOS MIL DIECINUEVE. HOY EXPEDI EN CUARENTA Y TRES
PAGINAS QUINTO TESTIMONIO PARA LA OTORGANTE "SERVICIOS
DIGITALES LUSAD", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE
CAPITAL VARIABLE.-----DOY FE. ---

JOSE MARIA MORERA GONZALEZ.-----Rúbrica. ---

-----DOCUMENTOS DEL APENDICE-----



[...]

**“WRITTEN UNANIMOUS RESOLUTIONS OF THE SHAREHOLDERS OF
SERVICIOS DIGITALES LUSAD, S. DE R.L. DE C.V.**

February 22, 2019. 12:00 p.m.

Based on Clause Eighteen of the corporate bylaws of SERVICIOS DIGITALES LUSAD, S. de R.L. de C.V. (the “Company”), the undersigned L1BRE HOLDING, LLC, and L1BRE, LLC, both represented herein by Mr. José Guillermo García Granados Torres, in their capacity as sole shareholders of the Company, unanimously and outside of general shareholders’ meeting, we adopt the resolutions transcribed below:

I. Discussion and, as the case may be, approval of the removal of Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company, by virtue of which through various resolutions adopted on February 14, 2019, it was unanimously decided to take action against the shareholders in terms of Section VII of Article 78 of the General Commercial Corporations Act, and therefore in terms of paragraph two of Article 162 of the General Commercial Corporations Act, they immediately ceased in their duties, as the Honorable Thirtieth Civil Judge of the Superior Court of Justice of the City of Mexico resolved through a resolution dated February 21, 2019, issued in case 191/2019.

In relation to this first point and considering that effectively the shareholders, through unanimous resolutions adopted on February 14, 2019, decided to take action before the competent authorities against Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company, and that the corresponding claim has been submitted, which due to questions of shift has been undertaken by The Honorable Thirtieth Civil Judge of the Superior Court of Justice of the City of Mexico, who through a resolution dated February 21, 2019, within the ordinary commercial trial pursued by Servicios Digitales Lusad, S. de R.L. de C.V., against Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company, case 191/2019, recognized that in terms of paragraph two of Article 162 of the General Commercial Companies Act, from the date on which said resolutions were adopted by the shareholders, i.e., from February 14, 2019, the mandates of these individuals ceased, and from that date, they are removed from their

mandates and, therefore, they lack any authority to act under the said mandates, accordingly, it is resolved:

First Resolution

It is resolved that Messrs. Eduardo Zayas Dueñas and Santiago León Aveleyra shall be removed from the Board of Directors of the Company effective February 14, 2019, and that, from that date forward, they shall no longer have any authority to represent the Company.

II. Revocation of any general and special powers granted by the Company to Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company or in any other capacity.

Since the Shareholders of the Company unanimously resolved to take action against Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas as members of the Board of Directors of the Company before the competent authorities; since the Company filed a corresponding complaint in the form of an ordinary commercial action before the Thirtieth Civil Court of the Superior Court of Justice of Mexico City, which was recorded as Case No. 191/2019; and since that court, in a ruling issued on February 21, 2019, held that, pursuant to Article 162 Paragraph 2 of the General Commercial Corporations Act, as of February 14, 2019, i.e. the date on which the Shareholders of the Company adopted the said resolutions, the mandate of these individuals ceased and from that date, they are removed from their mandates and, therefore, as lacking any authority to act under the said mandates, it is resolved:

Second Resolution

It is resolved that any and all powers and/or mandates that the Company may have granted them as members of the Board of Directors of the Company or in any other capacity be revoked, and that this be done pursuant to Articles 2595 and 2596 of the Civil Code of the Federal District.

Third Resolution

Given the above, pursuant to Articles [sic] 2597 of the Civil Code of the Federal District, it is resolved to notify the said persons of the revocation of any and all powers and/or mandates they may have been granted and to do so for all legal purposes.

Fourth Resolution

Finally, as regards the revocation of any powers and/or mandates that Messrs. Santiago León Aveleyra and Eduardo Zayas Dueñas may have been granted as members of the Board of Directors of the Company or in any other capacity, it is resolved to require the said persons, pursuant to Article 2598 of the Civil Code of the Federal District, to immediately return the documents and/or instruments they have in their power that evidence the powers and/or mandates they may have been granted, as well as any and all documents they possess regarding the transaction or transactions in which they may have participated during the course of exercising the powers and/or mandates the Company may have granted them and which they may have executed as representatives of the Company.

III. Ratification of Messrs. Fabio Massimo Covarrubias Piffer and Julio A. Belmont Garibay as members of the Board of Directors of the Company,

with all authorities the Articles of Association grant them in that capacity.

As regards this third point, it is resolved:

Fifth Resolution

It is resolved to ratify Messrs. Fabio Massimo Covarrubias Piffer and Julio A. Belmont Garibay as members of the Board of Directors of the Company, with any and all authorities the Articles of Association grant them in that capacity.

Sixth Resolution

Given the above, it is resolved that the current composition of the Board of Directors of the Company be as follows:

Fabio Massimo Covarrubias Piffer	Board Member.
Julio A. Belmont Garibay	Board Member.
Francisco José Flores Meléndez	Alternate Board Member.
Oscar Jesús Saitz Zazueta	Alternate Board Member.

IV. Appointment of delegates to formalize the resolutions adopted by this Shareholders Meeting.

Seventh Resolution

Messrs. Fabio Massimo Covarrubias Piffer, Julio A. Belmont Garibay, Rodrigo Nuñez Sarrapy or Francisco José Flores Meléndez are jointly and severally granted authority as Special Delegates of this Shareholders Meeting to appear before the Notary Public of their choice and, should they consider it necessary, to have the minutes of this Shareholders Meeting notarized; to register, on their behalf or on behalf of their designated representative, if needed, the corresponding entry in the Public Property and Commercial Registry of the registered office of the Company; and, in general, to take any measures required to execute the resolutions adopted here.

The above is confirmed by the Shareholders:

L1bre Holding, LLC

José Guillermo García

Granados Torres

Its representative:

L1bre LLC

José Guillermo García

Granados Torres

Its representative:

Illegible signatures follow.

Given the above, the person appearing grants the following:

C l a u s e s

First.- The minutes with the resolutions adopted unanimously outside the Shareholders Meeting by the Shareholders of "**Servicios Digitales Lusad,**" **Sociedad de Responsabilidad Limitada de Capital Variable** [an LLC with variable capital] is hereby notarized for all legal purposes effective February 22, 2019.

Second.- The removal of Messrs. **Santiago Leon Aveleyra** and **Eduardo Zayas Dueñas** as members of the Board of Directors of "**Servicios Digitales Lusad,**" **Sociedad de Responsabilidad Limitada de Capital Variable**, is hereby formalized under the terms of the minutes transcribed above.

Third.- The revocation of the powers granted by "**Servicios Digitales Lusad,**" **Sociedad de Responsabilidad Limitada de Capital Variable**, to Messrs. **Santiago Leon Aveleyra** and **Eduardo Zayas Dueñas** is hereby formalized under the terms of the minutes transcribed above.

Fourth.- The ratification of the members of the Board of Directors of "**Servicios Digitales Lusad,**" **Sociedad de Responsabilidad Limitada de Capital Variable**, is hereby formalized, which board shall be composed of the following persons with the following mandates:

Fabio Massimo Covarrubias Piffer

Julio A. Belmont Garibay

Board Member.

Board Member.

Francisco José Flores Meléndez

Alternate Board Member.

Oscar Jesús Saitz Zazueta

Alternate Board Member.

L e g a l C a p a c i t y

Attorney Francisco José Flores Meléndez states that the entity he represents has the legal authority to enter into this document and certifies his legal existence and legal capacity as the special delegate of "**Servicios Digitales Lusad," Sociedad de Responsabilidad Limitada de Capital Variable**, which has not been revoked, limited, or modified in any manner, and which continues in force; with the minutes that has been inserted into the text of this instrument; and the adoption of resolutions outside the Shareholders Meeting, which have also been transcribed above in this instrument.

I, the Notary, certify:

I.- That, based on Article 44 of the Regulations to the Foreign Investment Law, and given that this is not the first appearance by the Company, I attach as Appendix "C" to this instrument a notice that it was duly presented in its first appearance.

II.- The person appearing declares before me under penalty of perjury, pursuant to the Tax Code of the Federation, that the Company will provide the relevant tax authority with the report of the shareholders residing abroad and do so within three months of the close of each fiscal year.

III.- That, in my opinion, the person appearing has the legal authority to enter into this document and that I ascertained his identity pursuant to the Notarial Law of Mexico City in force, in accordance with

the identity report I have attached to this instrument as “Appendix “D.”

IV.- That I have informed the revoking entity via its legal representative of its obligations to gather documentation regarding the granting of powers to and the exercise of powers by those whose powers are now revoked, and to notify them of the content of the present revocation of powers and, if required, pursuant to Article 2597 of the Civil Code of this State and the corresponding article in the Federal Civil Code, to notify the person(s) with whom those granted power might enter or have entered into agreements regarding the content of the revocation, with the understanding that, if the revoking entity does not comply with its obligations, the revoking entity could incur liability for the consequences of their apparent mandate.

V.- That, in compliance with the Notarial Law of Mexico City, I will provide notices and/or make the corresponding notes regarding this revocation of powers as soon as I am provided the information required to do that.

VI.- That the person appearing has declared that he is: A Mexican citizen born in Mexico City on December 15, 1961, married, residing at calle Montes Urales No. 455, 7th Floor, Colonia Lomas de Chapultepec, Alcaldía Miguel Hidalgo, and that he has Unique Population Registry Code (CURP) No. FOMF611215HDFLLR02 (FOMF six one one two one five HDFLLR zero two).

VII.- That I have seen the documents mentioned in this instrument.

VIII.- That, pursuant to the Notarial Law of Mexico City, I confirm that I have no indication that the resolutions adopted outside the Shareholders Meeting or the minutes notarized in this instrument are false.

IX.- That I have informed the person appearing of his right to read this instrument and to have this Notary explain its content to him.

X.- That the person appearing, having read this instrument, which has been explained to him by this Notary, and having been advised of the penalties those who make false statements incur, he stated that he understood this instrument fully and was in agreement with it, and that he applied a stamp with his name and signed it on February 26, 2019, the date on which I authorized it definitively.

Witnessed by me:

Francisco José Flores Meléndez.

Signature and name written in his own hand.

José María Morera González.

Signature.

Seal of Authorization

I attach as Appendix "A" of this instrument a blank sheet/blank sheets sealed and signed by this Notary, which contain(s) all the supplementary notes to this instrument.

Article 2554

In compliance with Article 2554 of the Civil Code of this State and the corresponding article in the Federal Civil Code, I insert the text of that article, which states:

"When granting any general powers for lawsuits and collections, it suffices to state that they are granted with all the general and special powers that require a special clause

pursuant to the Law in order for them to be understood as conferred without any limitation.

When granting general powers to administrate property, it suffices to state that they are granted such that the representative shall have all types of administrative powers.

When granting general powers to execute acts of ownership, it suffices to state that they are granted such that the representative shall have all the authorities of an owner, both as regards the property and as regards all measures taken to protect the property.

If one wants to limit the authority of the representatives in the three cases mentioned above, the limitations shall be recorded or the powers shall be special.

Notaries shall insert this article in the records of the powers they grant."

Supplementary Notes

First Note.- Mexico City, February 26, 2019. I have today issued 35 pages of a **first record in this matter for the granting party "Servicios Digitales Lusad," Sociedad de Responsabilidad Limitada de Capital Variable,** Witnessed by me. **José María Morera González** Initials.

Second Note.- Mexico City, February 26, 2019. I have today issued 35 pages of a **second record in this matter for the granting party "Servicios Digitales Lusad," Sociedad de Responsabilidad Limitada de Capital Variable,** Witnessed by me. **José María Morera González** Initials.

Third Note.- Mexico City, February 27 2019. I have today issued 41 pages of a **third record in this matter for the granting party "Servicios Digitales Lusad,"**

Sociedad de Responsabilidad Limitada de Capital Variable, **Witnessed by me.**
José María Morera González **Initials.**

Fourth Note.- Mexico City, February 27, 2019. I have today issued 43 pages of a **fourth record in this matter for the granting party "Servicios Digitales Lusad,"**

Sociedad de Responsabilidad Limitada de Capital Variable, **Witnessed by me.**
José María Morera González **Initials.**

Fifth Note.- Mexico City, February 27, 2019. I have today issued 43 pages of a fifth record in this matter for the granting party "Servicios Digitales Lusad,"


Sociedad de Responsabilidad Limitada de Capital Variable, **Witnessed by me.**
José María Morera González **Initials.**

Appendices

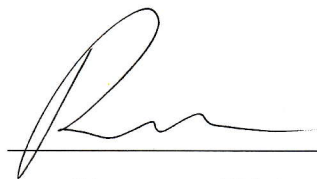
CERTIFIED TRANSLATION

I, Wolf Markowitz, Manager at Targem Translations, Inc., located at 143 Rodney Street in Brooklyn, New York, a language service firm with a track record of providing expert language services to the business and legal community of more than 50 years, do hereby certify that our team of translators, editors and proofreaders are professionally trained and vastly experienced in providing professional translations, from Spanish to English and vice versa; and they have professionally translated the document referenced as **“Shareholder Meeting Minutes – Excerpt”** from Spanish to English, faithfully, accurately and completely, to the best of their expertise and experience.

Date: April 23, 2019



Wolf Markowitz



Signature of Notary

ROCHAL WEISS
NOTARY PUBLIC-STATE OF NEW YORK
No 01WE6293785
Qualified in Kings County
My Commission Expires 12-16-2021